

EXHIBIT 3

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

REX AND ROBERTA LING LIVING
TRUST u/a DECEMBER 6, 1990, as
AMENDED, JOHN TAYLOR JONES, and
DAVID THOMAS JONES, Individually
and on Behalf of All Others Similarly
Situated,

Plaintiffs,

-against-

B COMMUNICATIONS LTD., EUROCOM
COMMUNICATIONS LTD., SHAUL
ELOVITCH, and OR ELOVITCH,

Defendants.

Case No. 1:17-cv-04937 (JPO)

ECF CASE

**DECLARATION OF REX LING IN SUPPORT OF LEAD PLAINTIFFS' UNOPPOSED
MOTIONS FOR (I) FINAL APPROVAL OF CLASS ACTION SETTLEMENT AND
PLAN OF ALLOCATION OF SETTLEMENT PROCEEDS AND (II) AWARD OF
ATTORNEYS' FEES, REIMBURSEMENT OF EXPENSES, AND COMPENSATORY
AWARD TO LEAD PLAINTIFFS**

I, Rex Ling, hereby declare as follows:

1. I submit this declaration in support of (i) final approval of the proposed Settlement of the above-captioned action ("Action"), including the Plan of Allocation, (ii) Lead Counsel's request for attorneys' fees and reimbursement of expenses, and (iii) my application for a compensatory award.¹

2. I have personal knowledge of the matters attested to in this Declaration.

¹Unless otherwise indicated, all capitalized terms herein have the meanings set forth in the Stipulation of Settlement, dated March 3, 2020 (Docket ("Dkt.") No. 127-1) ("Stipulation").

3. Rex and Roberta Ling Living Trust u/a December 6,1990, as Amended, of which I am Trustee, was appointed one of three Lead Plaintiffs in this Action on September 27, 2017 (Dkt. No. 11). The other Lead Plaintiffs are John Taylor Jones and David Thomas Jones. I am aware of and understand the requirements and responsibilities of a representative plaintiff in a securities class action, including those set forth in the Private Securities Litigation Reform Act of 1995 (“PSLRA”). I have personal knowledge of the matters set forth in this Declaration, as I have been directly involved in monitoring and overseeing the prosecution of the Action, as well as the negotiations leading to the Settlement.

4. Throughout the litigation, I have been in regular contact with, and received periodic status reports from, Lead Counsel on case developments. I participated in discussions concerning the prosecution of the Action, the strengths of and risks of the claims, and potential settlement. In particular, throughout the course of this Action, I: (a) communicated with Lead Counsel regarding the posture and progress of the case; (b) compiled my trading data and completed my certification in connection with my motion to be appointed a Lead Plaintiff; (c) reviewed all of the significant pleadings and briefings filed in the Action; (d) searched for documents for production as part of merits discovery; (e) consulted with Lead Counsel regarding the settlement negotiations; and (f) evaluated and approved the proposed Settlement.

5. I fully support the Settlement for \$1.2 million. This is an excellent result achieved by counsel, when considering the strengths and weaknesses of the claims and the risks and considerable costs in time and expenses if the Action were to continue.

6. I devoted significant time representing the Class in my capacity as one of the Lead Plaintiffs in this Action, which was time that I otherwise would have spent on other activities and, thus, represented a cost to me. I am retired now, but I was an Electrical Mechanical Engineer, a

role which earned me \$120 an hour. I estimate that I spent 44 hours on my efforts described above overseeing the prosecution of this Action. I am respectfully requesting reimbursement in the amount of \$2,000 for the time I devoted to participating in this Action. It is my belief that this request for reimbursement is fair and reasonable and that the time and effort I devoted to this litigation was necessary to help achieve an excellent result for the Class.

7. I support the requested award of attorneys' fees in the amount of twenty five (25%) of the Settlement Amount. This requested fee is reasonable in light of the expertise of legal counsel, the amount of work that they performed towards successful resolution of the Action against Defendants, the complexity of prosecuting the Action, the large out-of-pocket expenses that they incurred, and the fact that the case has been pursued at enormous risk with no guarantee of recovery.

8. I also support reimbursement of attorneys' expenses as requested, as I believe these expenses to have been reasonably incurred by legal counsel in the course of prosecuting the Action on the Class' behalf.

9. In sum, I respectfully request that the Court approve the Settlement, grant a compensatory award of \$2,000 to me in light of my time and effort expended in pursuing the Action, and approve the attorneys' fee request of twenty five percent (25%) of the Settlement Amount and full reimbursement of legal expenses.

I declare under penalty of perjury that the foregoing facts are true and correct.
6/12/2020 | 8:21 AM PDT

Executed this _____ day of June, 2020.

DocuSigned by:

Rex Ling

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Rex Ling